

# Exhibit 1

## Memorandum of Agreement- Convertible Loan Option

This Agreement is between **Perry Matlock**, as ("Option Holder"), and Redbird Ventures LLC, dated this 8th day of June, 2021.

Whereas, Redbird Business Group LLC and its Manager, Redbird Ventures LLC, is in the process of completing a reorganization of the structure of the business enterprise consisting of assets developed by Redbird Ventures LLC, which will be rolled into a single entity through a transaction to be presented to the Members of Redbird Business Group LLC, RB RealtyCo LLC, and Redbird Bioscience Oklahoma LLC; and,

Whereas, the completion of transactional documents for the reorganization may not be complete until another 30 days or more; and,

Whereas, Redbird Business Group LLC is in the need of additional capital prior to the completion of the reorganizational transaction documents for the purpose of completing capital projects currently underway at the Stilwell, Oklahoma facility, and for the purpose of reimbursing substantial expenses advanced by the Members of Redbird Ventures LLC on behalf of Redbird Business Group LLC; and,

Whereas, Units or Shares in the reorganized entity will be made available for purchase following the execution and delivery of the transactional documents to be presented to the Members of Redbird Business Group LLC, RB RealtyCo LLC, and Redbird Bioscience Oklahoma, LLC;

Whereas the Option Holder has agreed to loan funds to Redbird Ventures LLC in the amount set forth below, which loan amount may be repaid under the terms set forth herein, or, at Option Holder's option, may be converted to Shares or Units in the reorganized entity following the execution and delivery of the reorganization transactional documents;

Now, therefore, the parties agree as follows:

Option Holder has agreed to loan the sum of One Million Four Hundred Seventy Five Thousand Dollars (\$1,475,000.00) to Redbird Ventures LLC, to be funded immediately by wiring said funds to:

**Recipient Account Information:**

Redbird Ventures LLC  
1200 N College Ave  
Fayetteville, AR 72703  
Account# [REDACTED] 611

**Receiving Bank Information:**

Central Bank  
1506 Market St. Ste C180  
Little Rock, AR 72211  
ABA/Routing# [REDACTED] 923

Redbird Ventures LLC promises to pay to the order of Option Holder the aggregate principal sum of \$1,475,000.00, on or before August 31, 2021.



Option Holder shall have the option of converting the entirety of the unpaid loan amount to purchase **One Thousand Four Hundred Seventy Five (1,475) Class A Units** or Shares in Redbird Business Group LLC upon completion of the reorganization transaction by notifying Redbird Ventures LLC of its intention to convert, and upon execution of appropriate purchase documents by Option Holder, as soon as practicable following the completion of the reorganization transaction.

This Option Agreement shall be construed, enforced, and governed in accordance with the laws of the State of Oklahoma. Any suit involving any dispute or matter arising under this Agreement may only be brought in the United States District Court for the Western District of Oklahoma or, if in state court, in Tulsa County, Oklahoma. All parties to this Agreement hereby consent to the exercise of personal jurisdiction by any such court with respect to any such proceeding.

Agreed this 8th day of June, 2021.

Option Holder: **Perry Matlock**

By:  [Signature] Jun 8, 2021

Redbird Ventures LLC

By:  Jun 8, 2021

Its: Member Co-Manager